

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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BARRON PARTNERS, LP,

Plaintiff,

Docket No.: 07-CV-11135 (JSR)

-against-

LAB123, INC., HENRY A. WARNER, FRED
FITZSIMMONS, KENT B. CONNALLY, KURT
KATZ, ROBERT TRUMPY, JEREMY J. WARNER,
DAVID FLEISNER, BIOSAFE LABORATORIES,
INC. and BIOSAFE MEDICAL TECHNOLOGIES,
INC.,

Defendants.
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DECLARATION OF DARREN OFSINK

I, Darren Ofsink, declare under penalty of perjury as follows:


1. I am a member of the law firm of Guzov Ofsink LLC ("Guzov Ofsink") and head of Guzov Ofsink's corporate transactions and securities practice. I have personal knowledge of the facts set forth in this declaration.
2. Andrew Worden, Chairman and CEO of Barron Partners, LP ("Barron Partners"), introduced me to Henry Warner in connection with Barron Partners' investment in Lab 123. Prior to Mr. Worden's introduction, Guzov Ofsink had not done any legal work for Lab 123, Biosafe Medical Technologies, Biosafe Labs, or Henry Warner. I had never spoken to Mr. Warner before Mr. Worden introduced us.
3. Guzov Ofsink frequently assists companies in having their shares publicly traded and raising capital. Guzov Ofsink has represented other companies in which Barron Partners

has made investments, and has assisted certain of those companies in negotiating the terms of investment with Barron Partners and filing registration statements with the Securities and Exchange Commission.

4. Lab 123 retained Guzov Ofsink to assist it with: (1) the incorporation of Lab123, (2) the negotiation of an investment in Lab123 by Barron Partners, and (3) the preparation and filing of a registration statement for Lab123 with the Securities and Exchange Commission.
5. I have reviewed the Preferred Stock Purchase Agreement between Barron Partners and Lab123 ("Purchase Agreement"), which is attached hereto as Exhibit "1".
6. The Purchase Agreement is similar to the form of Purchase Agreement that Barron Partners has used when it has made investments in other corporate entities in which Guzov Ofsink represented the corporate entity issuing stock.
7. Based upon my experience in these matters, investors such as Barron Partners have substantial bargaining power and companies receiving investment often agree to many of the material terms of the stock purchase agreement.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York
April 30, 2008



Darren L. Ofsink
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